

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

SHULI CHIU and AMANDA KIM,  
Derivatively on behalf of OVASCIENCE,  
INC.,

Plaintiffs,

vs.

MICHELLE DIPP, RICHARD ALDRICH,  
JEFFREY D. CAPELLO, JOHN HOWE, III,  
MARC KOZIN, and JOHN SEXTON,

Defendants,  
and

OVASCIENCE, INC., a Delaware  
corporation,

Nominal Defendant.

Civil Action No: 1:17-cv-11382-IT

**STIPULATION AND ~~PROPOSED~~ ORDER TO DISMISS ACTION WITH PREJUDICE**

Plaintiffs Shuli Chiu and Amanda Kim, derivatively on behalf of OvaScience, Inc. and Defendants Michelle Dipp, Richard Aldrich, Jeffrey D. Capello, John Howe, III, Marc Kozin, and John Sexton, and Nominal Defendant OvaScience, Inc. (together the “Parties”) respectfully submit this stipulation and proposed order voluntarily dismissing the above-captioned action with prejudice and states as follows:

WEHREAS, the above-captioned derivative action, *Chiu et al. v. Dipp et al.*, 1:17-cv-11382, pending in the United States District Court for the District of Massachusetts (the “Federal Action”) is based on the same general allegations as the derivative action *Cima v. Dipp et al.*, No. 2016-3443-BLS1, pending in the Superior Court for the Commonwealth of Massachusetts for

Suffolk County (the “State Action”);

WHEREAS, the Parties in both this Federal Action and State Action reached a global settlement of all derivative claims asserted in this Federal Action and State Action;

WHEREAS, the plaintiff in the State Action moved for preliminary approval of the global settlement on March 21, 2023, and filed in support thereof the Stipulation of Settlement (“Stipulation”) (attached hereto as Exhibit 1), which incorporated the terms of the global settlement;

WHEREAS, on March 28, 2023, Judge Peter B. Krupp preliminarily approved the settlement in the State Action;

WHEREAS, on May 15, 2023, the plaintiff in the State Action moved for final approval of the Settlement;

WHEREAS, Judge Krupp granted final approval of the Settlement in an Order dated June 12, 2023 (attached hereto as Exhibit 2);

WHEREAS, pursuant to the Stipulation, after the Effective Date, as defined in the Stipulation, the Parties to the Federal Action agreed to file a stipulation to dismiss the Federal Action with prejudice (Stipulation ¶5.1);

WHEREAS, the Effective Date has passed;

WHEREAS, pursuant to the Stipulation, the Parties request that the Court dismiss the Federal Action with prejudice, as the claims that Plaintiffs brought on behalf of OvaScience have been settled and released in the State Action;

WHEREAS, the parties submit that notice of the dismissal of the Federal Action is

unnecessary as OvaScience shareholders were already provided (1) notice of the settlement of the State Action, which included the settlement and dismissal of the Federal Action, (2) given the opportunity to object to the settlement, and, pursuant to the terms of the Stipulation, (3) informed that the Plaintiff in the State Action would dismiss this action after the Effective Date; (4) no OvaScience shareholders objected; and

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED among the Parties, through their respective counsel, subject to Court approval, as follows:

1. The Federal Action shall be dismissed in its entirety with prejudice.
2. For the reasons stated above, notice to OvaScience shareholders of this voluntary dismissal with prejudice has been provided.
3. The Parties shall each bear its own fees, costs, and expenses, except as otherwise set forth in the Stipulation, incorporated in the Final Order and Judgment in the State Action.

**IT IS SO STIPULATED.**

Dated: June 27, 2023

OVASCIENCE, INC., MICHELLE DIPP,  
RICHARD ALDRICH, JEFFREY D. CAPELLO,  
JOHN HOWE, III, MARC KOZIN, and JOHN  
SEXTON,

By their attorneys,

/s/ John F. Sylvia

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*So ordered.*

*July 5, 2023*

*India Tolson*  
*U.S. S.J.*